

RECORDATION NO. 19609-RR FILED

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Lease Supplement No. 16 (GATC Trust No. 95-2), dated as of March 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 95-2) which was previously filed with the Commission under Recordation Number 19609.

The names and addresses of the parties to the enclosed document are:

Lessor:	State Street Bank and Trust Company 225 Franklin Street Boston, Massachusetts 02101
Lessee:	GATX Rail Corporation (f/k/a General American Transportation Corporation) 500 Monroe Street Chicago, Illinois 60661

A description of the railroad equipment covered by the enclosed document is:

Railcar GATX 054705 is being replaced by GATX 008664.

Mr. Vernon A. Williams
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A short summary of the document to appear in the index is:

Lease Supplement No. 16 (GATC Trust No. 95-2), dated as of March 26, 2001, between State Street Bank and Trust Company, Lessor, and GATX Rail Corporation, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bjg
Enclosures

LEASE SUPPLEMENT NO. 16
(GATC Trust No. 95-2)

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SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 16, dated as of February 5, 2001, between State Street Bank and Trust Company, NA not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Rail Corporation name changed from General American Transportation Corporation, a New York corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 95-2) dated as of September 12, 1995, (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

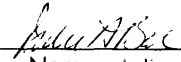
Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

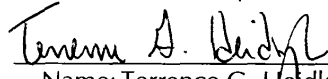
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Name: Julie A. Baierna
Title: Assistant Vice President

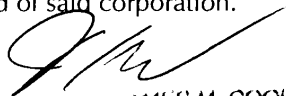
GATX Rail Corporation, name changed
General American Transportation Corporation

By: 
Name: Terrence G. Heidkamp
Title: Senior Vice President

State of Massachusetts)
) SS
County of Suffolk)

On this 15 day of February, 2001, before me personally appeared
Julie A. Balema, to me personally known, who being by me duly sworn, say
that he Assistant Vice President of State Street Bank and Trust Company, that said
instrument was signed on such date on behalf of said corporation by authority of its Board
of Directors, and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public



JAMES M. COOLIDGE
Notary Public

[Notarial Seal]

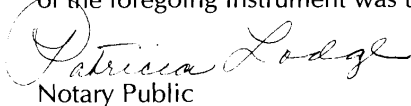
My Commission Expires June 19, 2003

My commission expires:

State of Illinois)
) SS
County of Cook)

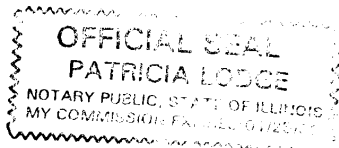
On this 9th day of February 2001, before me personally appeared
Terrence G. Heidkamp, to me personally known, who being by me duly sworn, say that he
is Senior Vice President of GATX Rail Corporation, name changed General American
Transportation Corporation, that said instrument was signed on such date on behalf of said
corporation by authority of its Board of Directors, and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said corporation.

Notary Public



[Notarial Seal]

My commission expires:



SCHEDULE 1

<u>Car Type</u>	<u>DOT Class</u>	<u>Car Marking</u>
T107	211A100-W-1	CRGX 008664